

SUMMARY OF PROPOSED BYLAW AMENDMENTS

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Amendments to Article IV (Delegates to Biennial Meeting), Section 2 to reflect that the Flexible Stewardship Plan no longer exists.

Section 2. Election.

- (a) Cooperating Churches. Each Cooperating Church may elect from its membership:
- (i) two (2) Delegates;
 - (ii) one (1) additional Delegate for every one hundred (100) members of such Church in excess of the first fifty-one (51) members;
 - (iii) one (1) additional Delegate if (~~in the case of Churches within Regions that have elected pursuant to~~ the United Stewardship Plan or any successor thereto) such Church's per capita giving to the American Baptist "Total United Mission" (or any successor thereto) plus the four denomination wide offerings of America for Christ, Retired Ministers and Missionaries Offering, World Mission Offering and One Great Hour of Sharing, ~~or (in the case of Churches within Regions that have elected the Flexible Stewardship Plan or any successor thereto) such Church's per capita giving to the total of the General Ministries Option, the United Mission Option and the AB Women's Ministries Love Gift (or any successor thereto) plus the four denomination wide offerings of America for Christ, Retired Ministers and Missionaries Offering, World Mission Offering and One Great Hour of Sharing, in each case~~ in the calendar year preceding the Biennial Meeting equaled \$100, plus one (1) additional Delegate for each whole number multiple of \$50 of such per capita giving in excess of \$100 in such year; and
 - (iv) one (1) additional Delegate for each whole number multiple of \$10,000 of (~~in the case of Churches within Regions that have elected pursuant to~~ the United Stewardship Plan or any successor thereto) such Church's total giving to the American Baptist "Total United Mission" (or any successor thereto) plus the four denomination wide offerings of America for Christ, Retired Ministers and Missionaries Offering, World Mission Offering and One Great Hour of Sharing, ~~or (in the case of Churches within Regions that have elected the Flexible Stewardship Plan or any successor thereto) such Church's per capita giving to the total of the General Ministries Option, the United Mission Option and the AB Women's Ministries Love Gift (or any successor thereto)~~

~~plus the four denomination wide offerings of America for Christ, Retired Ministers and Missionaries Offering, World Mission Offering and One Great Hour of Sharing, in each case~~ in the calendar year preceding the meeting. If any question shall arise with regard to the number of Delegates to which a Cooperating Church is entitled, the determination of the General Secretary shall be conclusive with respect thereto.

- (b) Regional Organizations. Each Regional Organization may elect five Delegates from the membership of the Cooperating Churches within its area.

Amendment to Article VII (Mission Table), Section 1 to add the Intercaucus President as a Mission Table participant.

Section 1. Participation and Composition. ABCUSA shall participate in the Mission Table. The Mission Table is a focused group of American Baptist clergy, laity and staff persons charged with receiving the input from the Mission Summit (see Article IV, Section 3(f) above) as they work as a substantive missional think tank on behalf of the Denomination. The Mission Table will be composed of people representing the broad spectrum of American Baptist mission partners. The Mission Table shall include: one local church participant for each Region; the President of the ABCUSA, who shall chair the Mission Table; the Vice President of ABCUSA; the General Secretary and three others from the Office of the General Secretary; the Presidents, the Executive Directors plus two additional staff members each from ABFMS and ABHMS; the President, the Executive Director plus one additional staff member from MMBB; the Executive Ministers from each Region; the American Baptist Inter-Caucus President and one representative from each of the recognized caucuses of the American Baptist caucus network; one each from American Baptist Assembly, American Baptist Foundation, American Baptist Homes and Caring Ministries, and American Baptist Men; the President and Executive Director of American Baptist Historical Society, American Baptist Women's Ministries and the Ministers Council of American Baptist Churches in the U.S.A.; the President of the American Baptist Extension Corporation; three representatives from American Baptist seminaries; and three from American Baptist colleges.

Amendments to Article X (Board of General Ministries), Section 1:

- To provide that a Board of General Ministries Director appointed to fill a vacancy of less than two years is eligible for reelection to two additional 4-year terms;**
- To provide that Regions will suggest 3 people (rather than 5) as nominees for At-Large Directors;**
- To provide that the President, General Secretary and the Region Executive may agree to submit only the incumbent's name as a nominee to a second term.**

Section 1. Members of the Board of General Ministries. The board of directors of ABCUSA shall be known as the Board of General Ministries and shall number and consist of a number of Directors not to exceed a number equal to (i) the number of Regions that are party to the Covenant of Relationships,

plus (ii) 12, each of which Directors shall be a member of a Cooperating Church, elected, appointed or serving as follows:

(a) That number of At-Large Directors that is equal to the number of Regions that are party to the Covenant of Relationships, each from a different Region, elected by the Delegates to the Biennial Meeting

(b) Up to five (5) General Directors elected by the Members giving due regard to geographical, racial, ethnic and gender diversity on the Board of General Ministries, the National Boards and within the Constituencies of ABCUSA

(c) One (1) Special Director appointed as follows: The Presidents of the National Boards shall appoint by majority vote one Special Director by giving written notice of such appointment to the President or Secretary of ABCUSA at least thirty (30) days prior to the annual meeting of the Board of General Ministries at which the appointment will become effective. The Presidents of the National Boards shall fill any vacancy arising in the position of the Special Director by majority vote by giving written notice thereof to the President or Secretary of ABCUSA.

(d) Six (6) Ex-Officio Directors who shall be the then-serving President, Vice President, Budget Review Officer, Immediate Past President, General Secretary and Inter-Caucus President of ABCUSA.

With the exception of the Ex Officio Directors and the initial classes of At-Large Directors provided for in the next succeeding paragraph, the terms of Directors shall be four years and all Directors shall serve a maximum of two consecutive 4-year terms, provided that a Director who has been out of office for at least one year, shall be eligible to be elected to serve on the Board of General Ministries again subject to the same consecutive term limits; and provided further that a Director appointed to fill a vacancy of less than two (2) years shall be eligible for reelection to two additional 4-year terms if nominated. The initial classes of At-Large Directors shall be eligible for one additional full 4-year term before rotating off the Board of General Ministries.

The terms of the At-Large Directors shall be classified under the NYNFPC Law, so that all classes shall be as nearly equal in number as possible. Accordingly, at the Biennial Meeting at which these Bylaws are adopted, the terms of office of the At-Large Directors initially elected shall commence on January 1, 2012 and shall expire as follows: that of the first class to be elected shall expire on December 31, 2013, that of the second class to be elected shall expire on December 31, 2014, that of the third class to be elected shall expire on December 31, 2015, and that of the fourth class to be elected shall expire on December 31, 2012, provided that At-Large Directors for the fourth class shall also be elected at the Biennial Meeting at which these Bylaws are adopted for a term to commence on January 1, 2013 and to expire on December 31, 2016.

After the 2011 Biennial Meeting, the Delegates at each subsequent Biennial Meeting shall elect or reelect At-Large Directors for the positions of At-Large Directors whose initial or additional terms will expire prior to the next succeeding Biennial Meeting.

With regard to the At-Large Directors to be elected at large by the Delegates at the Biennial Meetings, a slate shall be nominated by the ABCUSA (National) Nominating Committee as follows: Each Region

will suggest ~~five~~ three people to the ABCUSA (National) Nominating Committee which shall, in turn, select one person from the ~~five~~ three provided by the Region to nominate as an At-Large Director. In the case of nominees for a second consecutive term, the President, General Secretary and the applicable Regional Executive may confer, and if they are agreed, the Region may submit only the incumbent Director as its sole nominee. As the church, American Baptists are called to mirror God's intent to the world. Accordingly, Regions will be encouraged to submit diverse nominees based on the following: urban, suburban, rural, large, small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay; physical ability; and economic class. Nominations for an At-Large Director from any particular Region may also be made by a nomination subscribed to by a number of Cooperating Churches from that Region that is at least equal to the lesser of (i) 50 Cooperating Churches, or (ii) 50% of the number of Cooperating Churches in that Region, which nomination is in accord with the qualifications and characteristics of the nominee(s) of the Nominating Committee, and which nomination(s) are received by the Office of the General Secretary no later than 60 days after the slate of the ABCUSA Nominating Committee for the At-Large Directors to be elected at the next Biennial Meeting is published in the official American Baptist Denominational publication in use at that time. In the case of a contested election for At-Large Director from any Region, that candidate receiving the most votes from the Biennial Delegates among the candidates from that Region shall be elected, with no more than one At-Large Director from any Region being eligible to be elected. In developing its slate of nominees, the ABCUSA Nominating Committee shall take into consideration the following: urban, suburban, rural, large, small, and mega church; ethnicity; race; gender; age; geography; language; culture; clergy/lay; physical ability; and economic class, and in so doing, shall also take into consideration the representation of those characteristics that may be reflected in the composition of the boards of directors or managers of the National Boards, with the intention that as much representational diversity as practical will be reflected among the total representation on the boards of directors of the National Boards and the Board of General Ministries.

Any director may resign at any time by giving written notice to the President or General Secretary of ABCUSA. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An At-Large Director whose legal residence or Cooperating Church membership ceases to be within the Region from which the At-Large Director was elected, shall be deemed to have resigned effective as of the date of the first to occur of (i) change of legal residence outside of the Region, or (ii) the date when membership in a Cooperating Church of that Region ceases. Any director may be removed from the Board of General Ministries only as provided in the NYNPC Law.

Any vacancy in the Board of General Ministries for an At-Large Director or a General Director arising at any time from any cause, may be filled by a majority vote of the Board of General Ministries on nomination of the ABCUSA Nominating Committee; provided, however, that if the vacancy is for an At-Large Director, the nomination must be for a person from the Region from which the vacating director was elected. Each director so elected shall hold office for the remainder of the unexpired term for which so elected, and if the unexpired term is less than two years, shall be eligible for reelection to two additional consecutive 4-year terms if nominated.

Amendment to Article XV (Officers), Section 1 to provide that neither the President nor the Vice President may be an employee of ABCUSA.

Section 1. General. The officers of ABCUSA shall be a President, a Vice President, a Budget Review Officer, a General Secretary, and one or more National Secretaries. The Standing Rules may provide for other officers of ABCUSA and may define their duties and powers. In addition, the Board of General Ministries may elect or appoint such officers of the Board of General Ministries as it may deem appropriate. The Board of General Ministries shall, subject to these Bylaws and the Standing Rules, define the duties and powers of the officers of ABCUSA.

Upon nomination by the ABCUSA Nominating Committee, or by petition from Cooperating Churches as described below, the President and the Vice President shall be elected by the Delegates in Biennial Meeting for a single two-year term only, commencing on January 1 next following the date of their election, and until their successors are elected. Neither the President nor the Vice President may be an employee of ABCUSA. In proposing nominees for the office of President, the ABCUSA Nominating Committee shall give consideration to rotating such nominees among the following four (4) categories: (i) clergymen; (ii) laymen; (iii) clergywomen; and (iv) laywomen, with equal and fair consideration given to all persons regardless of ethnic and language group.

Upon nomination by the ABCUSA Nominating Committee in consultation with the General Secretary, or by petition from Cooperating Churches as described below, the Budget Review Officer shall be elected by the Delegates in Biennial Meeting for a two-year term, commencing on January 1 next following the date of such person's election, and may thereafter be reelected to such office by the Delegates for any number of additional terms.

With regard to the ABCUSA President, Vice President and Budget Review Officer, nominations for any or all of the three designated ABCUSA officers may also be made by a nomination subscribed to by a total of at least 50 Cooperating Churches from at least five Regions, which nomination is in accord with the qualifications and characteristics of the nominee(s) of the Nominating Committee, and which nomination(s) are received by the Office of the General Secretary no later than 60 days after the slate of the ABCUSA Nominating Committee for the officers to be elected at the next Biennial Meeting is published in the official American Baptist Denominational publication in use at that time.

Upon nomination by the ABCUSA Nominating Committee (which, for purposes of this nomination, shall include one additional individual chosen by the National Boards), the General Secretary shall be elected by the Board of General Ministries for a term of four (4) years (or such shorter term as the Board of General Ministries may specify) and may thereafter be reelected to such office by the Board of General Ministries for any number of additional terms.

The Executive Director of the corporation managed by each National Board, elected or appointed by such National Board in accordance with Article XIII, Section 2 of these Bylaws, shall be elected by the Board of General Ministries as a National Secretary of ABCUSA to serve for a term which is concurrent with such person's term as such Executive Director; provided that the General Secretary serves as a member of the advisory search committee of such corporation which recommends the appointment of such Executive Director and the corporation remains a party to the Covenant of Relationships.

In the case of a vacancy in the office of President, the Vice President shall thereupon become President for the remainder of the term so vacated. When a vacancy occurs in the office of Vice President, the Board of General Ministries shall, upon nomination by the ABCUSA Nominating Committee, elect from among its At-Large Directors a Vice President to serve for the remainder of the term so vacated. A vacancy in any other office of ABCUSA shall be filled by the Board of General Ministries for the remainder of the term so vacated.

Amendment to Article XVII (Associated Ministry Organizations) to provide that the Standing Rules shall list the Associated Ministry Organizations.

An Associated Ministry Organization (AMO) must be a national or sectional American Baptist or other religious organization that indicates its willingness: to support the statement of purpose in the Bylaws of ABCUSA, to cooperate whole-heartedly in such relationships and projects at all levels of denominational life which seem advisable, and to be identified as an organization related to and participating in the life of ABCUSA by use of name and/or logo. The Standing Rules shall set forth such other provisions as the Board of General Ministries may deem appropriate for AMO status.

~~AMO's as of the effective date of these Bylaws are: American Baptist Assembly; American Baptist Computer Center; American Baptist Men; American Baptist Women's Ministries; Interim Ministries—ABC; the Ministers Council of American Baptist Churches in the U.S.A.; and the three American Baptist Centers for Ministry. The Standing Rules shall enumerate the AMO's.~~